# FORM D

SEC Wail Processing Section

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# FORM D

MIC 11 2008

Nashington, 30

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

14104	52
OMB APPRO	VAL
OMB Number:	3235-0076
Expires: August	31,2008
Estimated average	burden
nours per response	16.00

SEC	USE OI	<b>VLY</b>
Prefix		Serial
DA	TE RECEIV	ED

1 (90)		
• .	nent and name has changed, and indicate change.)	
Offering of Series A-1 Preferred Shares of R	locket Paper Scissors, LLC	1/48111 00171 (8111 0010)
Filing Under (Check box(es) that apply): Ru	ile 504 🔲 Rule 505 📝 Rule 506 🔲 Section 4(6)	ULOE III III III III III III III III III I
Type of Filing:	nt	
	A. BASIC IDENTIFICATION DATA	08057924
1. Enter the information requested about the issue	er	3333,62,
Name of Issuer ( check if this is an amendmen	t and name has changed, and indicate change.)	- · · · · · · · · · · · · · · · · · · ·
Rocket Paper Scissors, LLC		
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
609 Mission Street, 6th Floor, San Francisco	, CA 94105	(415) 882-4404
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
Brief Description of Business Created entertainment websites for children		
Type of Business Organization		please specify): PROCESSED
<u> </u>		please specify):
business trust limite	ed partnership, to be formed Limited Liat	ALIC 9 1 2000
	Month Year	AUU 4 1 2008
Actual or Estimated Date of Incorporation or Organ		mated TIOMACON DELETION
•	er two-letter U.S. Postal Service abbreviation for State	QIIIQQII KLIIIFR.1
Cì	N for Canada; FN for other foreign jurisdiction)	CA

# **GENERAL INSTRUCTIONS**

### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

SEC 1972 (6-02)

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

•		<del></del>			_					
<u></u>					NTI	FICATION DATA				
2. E	nter the information			_						
•	•			as been organized w						
•	Each beneficial or	wner having the pov	er to v	ote or dispose, or dis	ect th	e vote or disposition	of, 10	% or more o	faclas	s of equity securities of the issuer
•	Each executive of	fficer and director o	f corpo	orate issuers and of	согро	rate general and man	aging	partners of	partno	ership issuers; and
•	Each general and	managing partner o	f partn	nership issuers.						
Check	Box(es) that Apply:	Promoter	Ø	Beneficial Owner	<b>V</b>	Executive Officer		Director		General and/or Managing Partner
	ame (Last name first, an, Scott	if individual)								
Busine 609 M	ss or Residence Addr dission Street, 6th	ess (Number and Floor, San Franc	Street,	, City, State, Zip Co CA 94105	de)	<del> </del>		<u>,                                      </u>		
Check	Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
	ame (Last name first, Sean	if individual)				<u> </u>				· · · · · · · · · · · · · · · · · · ·
	ss or Residence Addr ission Street, 6th F				de)	<del> </del>		<u> </u>		
Check	Box(es) that Apply:	Promoter	Ø	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
	ame (Last name first, en, Ken	if individual)								· · · · · · · · · · · · · · · · · · ·
	ss or Residence Addi ission Street, 6th I	-		•	de)					
Check	Box(es) that Apply:	Promoter	Ø	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
	ame (Last name first, e, Shelby W.	if individual)	- 1		<del></del>					· · · · · · · · · · · · · · · · · · ·
	ss or Residence Addi ple Street, San Fra	•		, City, State, Zip Co	de)	- VI				
Check	Box(es) that Apply:	Promoter	Z	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Na Uyter	ame (Last name first, ngsu, Micheal, Tru	if individual) stee Evergreen T	rust							
	ss or Residence Addi San Hill Road, Su				de)					
Check	Box(es) that Apply:	Promoter	Ø	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
	ame (Last name first, pean Founders Fu		ment	GmbH	_					
	ss or Residence Addi lunger Str., D-803				de)					
Check	Box(es) that Apply:	Promoter	Ø	Beneficial Owner		Executive Officer	0	Director		General and/or Managing Partner
	ame (Last name first, n, Melissa	if individual)		· · · · · ·	<del></del>					
	ss or Residence Additional Residence Addition Street, 6th				de)					

A. BASIC IDENTIFICATION DATA		·
2. Enter the information requested for the following:		
<ul> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> </ul>		
Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of	of, 10% or more of a	class of equity securities of the issuer.
<ul> <li>Each executive officer and director of corporate issuers and of corporate general and manual</li> </ul>	aging partners of p	artnership issuers; and
<ul> <li>Each general and managing partner of partnership issuers.</li> </ul>		
Check Box(es) that Apply: Promoter  Beneficial Owner  Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Berman, Michael		
Business or Residence Address (Number and Street, City, State, Zip Code) 609 Mission Street, 6th Floor, San Francisco, CA 94105		
Check Box(es) that Apply: Promoter  Beneficial Owner  Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Lamoreaux, Paul		
Business or Residence Address (Number and Street, City, State, Zip Code) 609 Mission Street, 6th Floor, San Francisco, CA 94105		<del>,</del>
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Lo Conte, Manilo		<del></del>
Business or Residence Address (Number and Street, City, State, Zip Code)		
609 Mission Street, 6th Floor, San Francisco, CA 94105		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)	<del></del>	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)		· · · · · · · · · · · · · · · · · · ·
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)	-	
Business or Residence Address (Number and Street, City, State, Zip Code)		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)		

				4	B. II	FORMATI	ON ABOU	T OFFERI	NĠ .	, 1			
1	Has the	issuer sold	i or does th	ne issuer ir	ntend to se	II. to non-a	ccredited is	nvestors in	this offeri	ng?		Yes	No <b>IX</b>
••	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?  Answer also in Appendix, Column 2, if filing under ULOE.									_			
2. What is the minimum investment that will be accepted from any individual?									\$ <u></u>	0			
2	Dogg the	a affarina i	permit joint	. oven ogahi	n of a sing	le unit?						Yes	No
3. 4.											irectly, any	R	
	commiss If a person	sion or sim on to be lis , list the na	ilar remune ted is an ass	ration for s sociated pe roker or de	olicitation rson or age aler. If mo	of purchase int of a brok ore than five	ers in conne er or deale e (5) persor	ection with r registered as to be list	sales of sec I with the S ed are asso	curities in th EC and/or			
Ful N/		Last name	first, if indi	ividual)	•								
Bu	siness or	Residence	Address (N	umber and	l Street, Ci	ity, State, Z	ip Code)					· <del></del> -	
<del></del>			1 5	1						<u>.</u>			
Na	me of Ass	ociated Br	oker or De	aler									
Sta	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit I	Purchasers			•			
	(Check	"All States	or check	individual	States)	******************	***************************************	******	*****************	***************************************			l States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	IL MT	IN NE	IA NV	KS NH	KY NJ	LA NM	ME NY	MD NC	MA) ND	MI OH	MN OK	MS]	MO PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Ful	I Name (I	Last name	first, if ind	ividual)				==	<u> </u>	<u></u>			
Bu	siness or	Residence	Address (?	Number an	d Street, C	City, State, 2	Zip Code)				<u>.                                    </u>	<del>.</del>	
No	ma of Ass	opioted D	oker or De										
144	ille of Ass	ociated bi	OKCI OI DC	aici									
Sta			Listed Has										
	(Check	"All States	s" or check	individual	l States)	*						☐ AI	1 States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA		ID IV
	IL MT	IN NE	IA NV	KS NH	KY NJ	LA NM	ME NY	MD NC	MA ND	MI OH	MN OK	MS OR	MO PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Fu	ll Name (	Last name	first, if ind	ividual)	<del></del>						·		
<u> </u>	-i	Daridana	Addman ()	Year barran	od Comman C	View Canen 1	7in Cadal						
Bu	siness or	Residence	: Address ()	Number an	ia Street, C	ity, State, i	Zip Code)						
Na	me of Ass	sociated B	roker or De	aler				-					
Sta	tes in Wh	ich Persor	Listed IIa	s Solicit <b>e</b> d	or Intends	to Solicit	Purchasers	1	<del></del> -	<del></del>			
	(Check	"All State:	s" or check	individua	l States)	•••••		•••••				☐ A3	l States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	ĜA	HI	(ID)
	IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT RI	NE SC	NV SD	NH TN	NJ TX	NM UT	NY VT	NC VA	ND WA	OH WV	OK WI	OR WY	PA PR

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	_	¢
	Equity		
		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	3
	Common Preferred		•
	Convertible Securities (including warrants)		
	Partnership Interests		
	Other (Specify)		
	Total	1,000,000.00	\$ 1,000,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors		\$_1,000,000.00
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)	<del></del>	\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		<b>s</b>
	Regulation A		\$
	Rule 504	<del></del>	\$
	Total		\$_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees		\$ 5,000.00
	Accounting Fees	_	\$
	Engineering Fees	_	\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$
	Total	_	s 5,000.00

	C OFFERING PRICE N	umber of investors, expenses and use of i	ROCEEDS	
	and total expenses furnished in response to Part C	offering price given in response to Part C — Question 1 C — Question 4.a. This difference is the "adjusted gross		\$_995,000.00
1	each of the purposes shown. If the amount fo	s proceed to the issuer used or proposed to be used for or any purpose is not known, furnish an estimate and tal of the payments listed must equal the adjusted gross Part C — Question 4.b above.		
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees			. 🗆 s
	Purchase of real estate			
	Purchase, rental or leasing and installation of and equipment	machinery	□ s	. 🗆 \$
		d facilities	_	
	Acquisition of other businesses (including the offering that may be used in exchange for the issuer pursuant to a merger)			П.
			_	
		111111		_ 🗆 \$
	Column Totals		<b>☑</b> \$_0.00	<b>☑</b> \$_995,000.00
	Total Payments Listed (column totals added)		<b>⊠</b> \$_9	95,000.00
		EST ADVITORRAISIGNATURDS		
agiz	ature constitutes an undertaking by the issuer t	by the undersigned duly authorized person. If this notice furnish to the U.S. Securities and Exchange Commin-accredited investor pursuant to paragraph (b)(2) of	ssion, upon writt	
	er (Print or Type)	Signature	Date	1- 0
Ro	cket Paper Scissors, LLC		8161	2009
	ne of Signer (Print or Type) tt Arpalian	Title of Signer (Plint or Type) Manager	-	<del></del>

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

				į
1.	ls any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No <b>⊠</b>	

### See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	ate
Rocket Paper Scissors, LLC	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	8/6/2008
Name (Print or Type)	Title (Print or Type)	
Scott Arpajian	Manager	

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

	APPENDIX												
1	Intend to non-a investor	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pur	investor and rchased in State C-Item 2)		under Sta (if yes, explana	ification ate ULOE attach ation of granted)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No				
AL													
AK													
AZ													
AR					-								
CA		×	Series A-1 \$340,000	3	\$340,000.00	0	\$0.00		×				
СО													
СТ													
DE													
DC													
FL													
GA													
НІ													
ID													
IL													
IN													
IA													
KS													
KY													
LA													
ME													
MD													
MA													
МІ													
MN													
MS					- 11111								

5 1 2 3 4 Disqualification Type of security under State ULOE (if yes, attach Intend to sell and aggregate to non-accredited offering price Type of investor and explanation of investors in State offered in state amount purchased in State waiver granted) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Accredited Non-Accredited Yes No State Yes No Investors Amount Investors Amount MO MT NE NVNH NJ NM NY NC ND ОН OK OR PA RΙ SC SD TN TX UT VT VA  $\mathbf{W}\mathbf{A}$ WV WI

**APPENDIX** 

ī.;		· .		APP	ENDIX	· · · · · · · · · · · · · · · · · · ·	245.			
1		2	3		4					
	to non-a	d to sell accredited es in State d-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			amount purchased in State			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
WY										
PR										

